

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

STEPHEN SULLIVAN, WHITE OAK FUND,
LP, CALIFORNIA STATE TEACHERS'
RETIREMENT SYSTEM, SONTERRA
CAPITAL MASTER FUND, LTD,
FRONTPOINT PATERNES TRADING FUND
L.P., AND FRONTPOINT AUSTRALIAN
OPPORTUNITIES TRUST on behalf of
themselves and all others similarly situated,

Plaintiffs,

- against -

BARCLAYS PLC, BARCLAYS BANK PLC,
BARCLAYS CAPITAL INC., BNP PARIBAS
S.A., CITIGROUP, INC., CITIBANK, N.A.,
COÖPERATIEVE CENTRALE RAIFFEISEN-
BOERENLEENBANK B.A, CRÉDIT
AGRICOLE S.A., CRÉDIT AGRICOLE CIB,
DEUTSCHE BANK AG, DB GROUP
SERVICES UK LIMITED, HSBC
HOLDINGS PLC, HSBC BANK PLC, ICAP
PLC, ICAP EUROPE LIMITED, J.P.
MORGAN CHASE & CO. JPMORGAN
CHASE BANK, N.A., THE ROYAL BANK
OF SCOTLAND PLC, SOCIÉTÉ GÉNÉRALE
SA, UBS AG, AND JOHN DOE NOS. 1-50,

Defendants.

13-cv-02811 (PKC)

ECF Case

DECLARATION OF DOMINIQUE BOURRINET

DOMINIQUE BOURRINET, pursuant to 28 U.S.C. § 1746 and upon penalty of perjury, declares:

1. I hold the position of Group General Counsel at Société Générale ("SG") in Paris, France and submit this declaration in support of SG's motion to dismiss the complaint in the



above-referenced action for lack of personal jurisdiction. The information set forth herein is based on my personal knowledge and a review of records and documents maintained in the regular course of business by SG.

2. SG is, and at all times relevant to this litigation was, a limited liability company (société anonyme) incorporated in France. SG is registered in the French Commercial Register (Registre du commerce et des sociétés) under no. 552 120 222 R.C.S. Paris. SG was originally incorporated in 1864 in France and has been operating as a French banking institution since that time. SG's head office is at 29, boulevard Haussmann, 75009 Paris, France, and its administrative offices are at Tour Société Générale, 17, cours Valmy, 92972 Paris-La Défense, France.

3. SG has three core businesses: French Retail Banking; International Retail Banking and Financial Services; and Global Banking and Investor Solutions.

4. As set forth in its 2015 Registration Document, SG has 2,221 branches in France operated under the SG brand, and a total of 3,128 branches in France operating under all of SG Group's brands.

5. SG has two branches in the United States, a branch in New York, New York and one in Chicago, Illinois. SG also has an agency office in Dallas, Texas and representative offices in Houston, Texas and, since 2015, in Atlanta, Georgia, Irvine, California and Santa Monica, California. SG does not engage in retail banking in the United States, under the SG brand or any other name.

6. The United States operations of the SG Group comprise a small portion of worldwide activities of the SG Group. For example, as set forth in its 2015 Registration Document (Annual Financial Report 2014), available at https://www.societegenerale.com/sites/default/files/ddr2015_amf_13_03_2015_uk.pdf, in 2014, SG Group as a whole generated €23.6 billion in net banking income, €10.1 billion of which was derived from France compared to only €1.29 billion derived from the Americas (which encompasses North, Central and South America). The amount derived from the Americas represents only about 5 percent of the total net banking income of SG Group.

7. As set forth in SG's 2015 Registration Statement, at the end of 2014 SG had a total of 42,290 employees in France. SG had a total of approximately 493 employees in the United States at the end of 2014. As a result, SG employs, at most, 1.2 percent of its workforce in the United States.

8. SG maintains a website: <https://www.societegenerale.com>. The site is not interactive. Although it posts information about SG, such as the services that SG provides and provides links to other websites, no services may be ordered and no accounts may be opened through the site.

9. SG has been a member of the European Money Markets Institute's (formerly, the European Banking Federation's) Euribor panel since its inception. SG has at all times determined the level at which its Euribor contributions would be made in Paris, France, and transmitted those contributions to Thomson Reuters from SG's offices in Paris, France. SG employees in the United States have never been responsible for determining or transmitting SG's Euribor contributions. Neither Stephane Esper nor Emanuel Hamacek (who are referenced in plaintiffs' complaint) was employed by SG in New York or the United States.

Executed on the 14th day of October, 2015.



DOMINIQUE BOURRINET